

FOX ROTHSCHILD LLP

Formed in the Commonwealth of Pennsylvania

Donia Sawwan, Esq. (DS/9338)

75 Eisenhower Parkway

Roseland, New Jersey 07068

Telephone: (973) 992-4800

Facsimile: (973) 992-9125

dsawwan@foxrothschild.com

Attorneys for Defendants

Eugene J. Callaghan, John Gloistein,

and E & J Agency, Inc.

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

BROWNSTONE AGENCY, INC. and
MURPHY & JORDAN,

Plaintiff,

vs.

EUGENE J. CALLAGHAN, JOHN
GLOISTEIN, E & J AGENCY, INC.

Defendants.

Civil Action No. 1:08-cv-542

**AFFIDAVIT OF EUGENE J.
CALLAGHAN**

STATE OF NEW JERSEY)

) ss:

COUNTY OF ESSEX)

EUGENE J. CALLAGHAN, being duly sworn, deposes and says:

1. I first became employed by Murphy & Jordan, Inc. in or about June 1980 as a coverage technician. I was never a member of its Board of Directors.

2. In or about 2000, Murphy & Jordan, Inc. was dissolved. To the best of my knowledge, at that time Plaintiff Murphy & Jordan (hereinafter referred to as "M&J") was

formed as a wholly owned subsidiary of Plaintiff Brownstone Agency (hereinafter referred to as "Brownstone"). I was never a member of M&J or on its Board of Directors nor have I attended any of its Board of Directors' meetings.

3. Once Murphy & Jordan, Inc. was dissolved, I then became employed by M&J's parent company, Brownstone.

4. It is my understanding that John Cassara owns 49% of the stock of Brownstone.

5. It is also my understanding that Gene Murphy owns 16 1/3% of the stock of Brownstone and Bradley Brown owns the remaining 32 2/3% of the stock of Brownstone.

6. When I was first hired by Murphy & Jordan, Inc., it was agreed between Murphy & Jordan, Inc. and me that I would be paid a commission on all business brokered/produced by me.

7. It was also agreed that accounts brokered/produced and/or otherwise serviced by me would be divided into two categories: (1) those that belonged to me (hereinafter referred to as "Proprietary Accounts") and (2) House Accounts belonging to plaintiff (hereinafter referred to as "House Accounts").

8. When I became employed by Brownstone in approximately 2000, I continued to be compensated in the same manner in which I was when I was employed by Murphy & Jordan, Inc.

9. Also throughout my employment with Brownstone, we continued under our previous understanding that accounts brokered and/or otherwise serviced by me would continue to be divided into two categories: (1) My Proprietary Accounts and (2) House Accounts and that I would be paid a commission on all business brokered/produced by me.

10. Throughout my employment, I advised Plaintiffs, and specifically, John Cassara and Gene Murphy of my desire to someday start my own business founded primarily upon My Proprietary Accounts.

11. Plaintiffs expressed no objection to my plan and never requested that I enter into a confidentiality and/or non-competition agreement.

12. Mr. Murphy also expressed no objection to the plan.

13. Mr. Cassara also expressed no objection to the plan.

14. Over the course of my twenty-eight year career, I have developed an expertise in brokering/producing insurance for the trucking industry.

15. Based on my experience in the trucking industry, I have developed a relationship with certain business and individuals and have been able to secure their business. These accounts that I developed and brought to Plaintiffs have always been considered by all parties to be my Proprietary Accounts.

16. One of these customers is Chopper Logistics and/or its related entities (hereinafter collectively referred to as "Chopper").

17. For many years prior to 2007 throughout my employment with Plaintiffs, I received offers of employment from Chopper.

18. During my employment with Plaintiffs, I advised Plaintiffs of these many offers of employment by Chopper.

19. I have never signed any confidentiality or non-competition agreement with Plaintiffs.

20. Insurance brokerage is not an exclusive business.

21. Clients are free to consult with more than one broker at any one time. Indeed, customers often utilize multiple insurance brokers to either get more competitive quotes and/or obtain a quote from a certain insurance company who does not have a relationship with their current broker.

22. Information regarding accounts, rates, and customer names and addresses is readily available in the industry and is not considered confidential. Further, no one at Plaintiffs ever advised me that they believed such information was confidential or requested that I maintain the confidentiality of such information.

23. At all times all parties agreed and understood that I was free, either separately and/or in combination with others, to establish and/or continue a business based upon my Proprietary Accounts.

24. At all times it was agreed and understood that should a business or businesses be established, I would continue to work during a mutually agreed upon transition period, and that during such transition period, the parties would provide for the transition of House Accounts to other employees and/or agents of Plaintiffs as designated by Plaintiffs.

25. In October 2007, Plaintiff Brownstone refused to memorialize the commission agreement between the parties in writing.

26. On October 8, 2007, I complained to Eugene Murphy of Brownstone about ongoing hostile and abusive behavior by Mr. Cassara and asked that Mr. Murphy make it stop.

27. Despite the complaint, the hostile and abusive behavior did not stop.

28. On or about October 17, 2007, Mr. Gloistein and I met with Gene Murphy at Harry Hanover's Square Restaurant for lunch.

29. During that lunch, I told Mr. Murphy that I had liked working at Brownstone but that I could no longer tolerate Mr. Cassara's constant abuse.

30. I also reminded Mr. Murphy that Chopper had repeatedly offered me a position with Chopper, and that as a result of retaliatory/harassing conduct by Mr. Cassara, I was considering accepting Chopper's offer and opening my own business.

31. Despite my complaints, Plaintiffs failed to conduct any investigation of the complaint of retaliation/harassment.

32. Around the same time, I was aware that Cassara and Murphy were contemplating selling Plaintiffs.

33. When I discussed that with Mr. Murphy, Mr. Murphy agreed with me that given the contemplated sale of plaintiff, the commissions agreement between me and Brownstone should be memorialized in writing.

34. Despite my requests for a written agreement, the commission agreement between the parties was never memorialized in writing.

35. Around this time, Mr. Gloistein and I decided to form our own insurance brokerage agency and E & J Agency, Inc. was incorporated in the State of New Jersey.

36. Mr. Gloistein and I then applied to the State licensing board for E & J Agency, Inc. to become a licensed insurance broker in the State of New Jersey.

37. However, no further steps were taken and none of our Proprietary Accounts was notified of our new business as we could not take any further action while we were employed by Plaintiffs.

38. On or about December 19, 2007, Mr. Gloistein gave me a draft of his resignation letter for my review.

39. We discussed the matter and agreed that neither of us would resign at the time. We were very concerned about leaving in a professional manner and ensuring a smooth transition of House Accounts.

40. At the time, I was heavily involved in a large underwriting project and was re-writing all of Everest's (a residential insurance group of Brownstone) coverage. I felt obligated to complete the project as no one else at Plaintiffs was an authorized underwriter for the insurance business and could handle the project.

41. On the morning of December 28, 2007, I advised Mr. Cassara by telephone that I had established my own brokerage firm and would be leaving Brownstone.

42. During this December 28, 2007 discussion between Mr. Cassara and me, we agreed (pursuant to the preexisting oral agreement) that I would remain with Brownstone for a mutually agreed upon period of time to help transition accounts.

43. Mr. Cassara also tried to persuade me to stay and offered me the option of remaining at Brownstone, but working out of New Jersey should I decide not to follow through with the new business.

44. On January 2, 2008, I spoke with Mr. Cassara on the telephone regarding my departure from Brownstone.

45. Although I was hoping to leave sooner, we agreed that I would remain employed until on or about February 15, 2008 to provide for the transition of House Accounts.

46. Mr. Cassara further stated that in the interim, he would provide me with a full list of accounts for the purpose of specifically identifying which accounts were my Proprietary Accounts and which were House Accounts.

47. On the morning of January 8, 2008, Plaintiffs provided me with that full list of clients so that the parties could specifically identify and agree upon which clients were my Proprietary Clients and which were House Accounts. A true and correct copy of that list provided by Plaintiffs is annexed hereto as Exhibit A.

48. I did not contact any of my Proprietary Accounts about my new business venture until after my resignation. I also did not copy or take copies of any "confidential material" or use any such material when contacting my Proprietary Accounts after my resignation. Indeed, I have worked with these Proprietary Accounts for decades and could remember names and telephone numbers of contacts from memory, so I would not need to copy any materials from Plaintiffs.

49. In approximately January 2008, I had discussions with Chopper's CEO Joseph Gurtilla and advised him that I was now willing to accept his offer of employment as a Risk Manager.

50. At that time, he then sent in requests to change the Producer of Record for Chopper's insurance that was underwritten by Crum & Forster.

51. The normal custom in the insurance industry is that once the insurance company receives such a request, they send a notice to the current producer and give that producer an opportunity to obtain a superseding Producer of Record letter to maintain the client.

52. Generally, when those notices are sent to the current producer, the request does not identify who is going to become the new Producer of Record, but simply states a change request has been received.

53. In order to be above-board, I specifically requested that Crum & Forster identify that E & J Agency, Inc. and I were going to be the new Producer of Record.

54. Around that same time, I advised Chopper that certain policies that they requested and that I had produced would remain with Murphy & Jordan since they were effective prior to my resignation from Plaintiffs. (See e-mail dated January 8, 2008 to Laura McAllister annexed as Exhibit 6 to Plaintiffs' Affidavit of Rafael Ramos.)

55. Despite Mr. Cassara's request that I remain for a transition period, on January 8, 2008, Plaintiffs terminated me and directed me to immediately terminate Mr. Gloistein.

56. After I was terminated, I asked John Simone (Mr. Cassara's nephew and the manager of Brownstone), about obtaining the commissions owed to me.

57. Mr. Simone acknowledged that commissions were due and owing and stated that he would get back to me regarding payment.

58. Neither Mr. Simone nor anyone from Brownstone has responded to my request for payment of commissions.

59. To date, Brownstone still has not paid me the commissions owed.

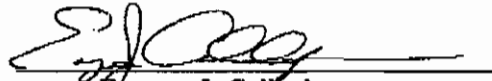
60. My Proprietary Accounts and Mr. Gloistein's Proprietary Accounts represent a very small percentage of the total profits earned by Brownstone. Our Proprietary Accounts result in approximately \$1,100,000 in profit each year.

61. Brownstone traditionally shows a profit in excess of \$22,000,000 each year.

62. By contrast, nearly 100% of E & J Agency's profits/anticipated profits will be generate from our Proprietary Accounts.

63. It appears that despite the parties' long-term understanding and Mr. Cassara's own admissions that Mr. Gloistein's and my Proprietary Accounts would always remain mine, Plaintiffs are improperly claiming that these Proprietary Accounts are their property. This

simply appears to me to be an attempt to stop E & J Agency, Inc. from functioning entirely,
regardless of the fact that Plaintiffs are acting contrary to the parties' agreements.


Eugene J. Callaghan

Dated: February 5, 2008

Sworn to and subscribed

Before me this 5 day of

February 2008.

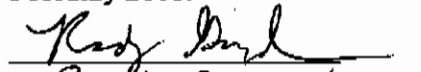

Randy C. Gonzales
~~Notary Public~~
Attorney at Law
State of New Jersey

EXHIBIT A

300865 A PFUND INC
300890 APPLE 14TH ST PARKING CORP
300896 AMICOM GROUP LLC
300966 ALE MAC INSURANCE SERVICES INC
300985 BELINDA ARROYO
302248 AMETAL REALTY CORP C/O MACAU PROPERTY
304070 CLAIMS AMERICA, INC. C/O STATE STREET BROKERAGE INC
304176 CC CONTROLLED CONBUSTION CO.
305015 GRAND DEVELOPMENT GROUP, LLC
305308 CLAIMS AMERICA, INC. C/O STATE STREET BROKERAGE INC
305322 BEETLE JUICE LLC
305508 415-417 SACKETT LLC
305605 JAMES-HIROKO BEITCHMAN
305782 ERIC BENDJOUYA
305845 MARTIN H. & MARIAN BANKER MICHELLE STEINKRITZ
306148 BIVONA & COHEN P C
306180 JAMES P ZORLAS
306681 STEELE'S CUSTOM CYCLE
306841 HERBERT BLUM ETAL 265 CABRINI CO.
306860 BLUE CONSTRUCTION CORP
306861 BLOOD,SWEAT & BEERS INC T/A BOXERS
306901 PALAZZATTI IMPORTS INC
306938 MIDWOOD CHAYIM ARUCHIM DIALYSIS ASSOCIATES, INC.
307725 HEATHER BRANDT
307757 BRANDT INDUSTRIES
307759 WAYNE BRENNAN
307765 BRENDA M. JANDURA SCHOOL OF DANCING INC
307792 THE BRIDGE INC
308355 BROWNSTONE AGENCY INC
308455 JAY BRUNDGE
308566 BRUNO THE KING OF RAVIOLI INC JAMES ZAC CORP ETAL
308569 BOULEVARD EAST C/O ADVANCED MANAGEMENT SRVCS.
308588 JUDD BURSTEIN, P.C
308605 JAMES BURNS
308760 CSS GROUP, INC C/O APPLICANT INSIGHT
308763 CYMA RUBIN &/OR BUSINESS ENTERTAINMENT, INC.
308860 EUGENE J CALLAGHAN
308900 EUGENE J CALLAGHAN
308990 JOHN-MARYANN CALLAGHAN
309379 CARABBA LOCKE LLP
309894 653 NINTH AVENUE LLC C/O MACAU PROPERTY MANAGEMENT
309895 JOHN M CEFALY
309900 PRUDENCIO CEPEDA
309951 LOCAL ONE CHECKERS, CLERKS & TIMEKEEPERS
309957 ANNE MARIE CHARLES
309960 PAUL CHEBLOWSKI
309961 FORDHAM ENVIRONMENTAL SERVICES TOTAL BOILER CARE

309962 FRESH HARVEST PRODUCTIONS INC.
309964 CC CONTROLLED COMBUSTION CC IN FORDHAM ENVIRO SERV INC
309965 PAULINE CHIN
309966 C.C. CONTROLLED COMBUSTION CO.
309977 PUMPERNICKEL EXPRESS, INC.
309981 CHOPPER EXPRESS INC
309982 CHOOER EXPRESS INC
309983 CHOPPER EXP INC OF FL PETER FARKAS
309984 MICHAEL R CHANTAL
309990 JAMES A. & BERTA CHRISTOPHER
311796 COBBLER & SHINE, LLC C/O YURI
311848 DENNIS COLON
312725 CONTINENTAL TOWERS CONDO
312740 CONTROLLED PLUMBING CO., INC ATTN: AMELIA BASSOLINO
312995 COURT LIVING CORP,& OR COURT ASSOC CORP,& OR 56 COURT INC
313110 CPC HEALTH CORPORATION EASTERN INS AGENCY INC.
313166 JANLEN ENTERPRISES LLC
314428 CTX-LAMBIE, INC. CTX LOGISTICS, INC.
314506 CREST HOLLOW COUNTRY AT WOODBURY, INC.
314508 CROWN PLAZA CONSTRUCTION CORP
314528 CTX-TL CORPORATION
314538 DAIRY WOKERS ASSOCIATION INC
314800 MARIA CHU C/O MIDTOWN MAINTENANCE CONTR.LLC
315201 DENAS SCHOOL OF THE ARTS
315320 50 W 112 ST HDFC C/O CHRISTIANA DAVIS
315820 DFX INC
315837 DEVCON SECURITY SERVICES CORP.
316432 LAW OFFICES OF NICHOLAS R CORIA PC
316600 DOMINICAN WOMENS DEVELOPMENT CENTER INC
316900 DON MARTIN CORPORATION
317000 DENNIS TRUCKING INC.
317650 BUF PROPERTIES, INC. C/O EAST COAST CAPITAL CO. LLC
317980 DEDICATED TRANSPORTATION SOLUTIONS, INC.
318120 LINDA J DURANGO
318158 DYNAMIC LOGIC INC
318200 EAST COAST CAPITAL CO
318353 EDELWIESS INC VINTAGE VALET
318360 HARRY CONSTRUCTION, LLC C/O EAST COAST CAPITAL CO. LLC
318382 EDUCATIONAL DESIGN INC
318387 THE EIRE COMPANIES
318395 1160 COLGATE AVE HDFC GRACE SAMPSON
319400 2146 CPRTELYOU ROAD H.D.F.C C/O GLENDA EDWARDS
319500 BUFFALO HOLDINGS, LLC
319656 803-805 E 182ND STREET,H.D.F.C C/O ROSA HERNANDEZ
319760 874 MANIDA STREET HDFC JOSE ORTIZ
319762 875 LONGFELLOW AVE HDFC MARK HILL
319795 1854 MONROE AVE H D FF C MONICA ACEVEDO

319950 ANDARINA SONGS, LTD
320000 ELCO SOLVENTS CORP
320300 RAMON ESCOBAR
321000 JESSICA M. DOUCETTE C/O EAST COAST CAPITAL CO. LLC
321080 VINCENT JONES C/O EAST COAST CAPITAL CO. LLC
321600 408 EAST 79TH STREET LLC % STANLEY SHOPKORN
321683 EST OF ANGELO MASI C MASI AS EXECUTRIX
321700 SANDRA GIFF
321735 EUROTECH LTD
321750 EXCEL INTERIORS LTD,J JOHNSON 41 BROKERAGE ASSOC INC
323300 HAROLD E. COOKE
323615 504 WEST 139TH STREET, H.D.F.C MARIA FERNANDEZ
323866 MISSION CONTROL PRODUCTIVITY LLC
323869 MARIO & KATHY INC. DBA RISTORANTE 110
323870 424 EAST 115TH STREET, HDPC C/O MR ABDO-SHAHID
323877 425 E 153 ST H.D.F.C MARIA SANTOS
323888 MILDRED SOTO
323890 MADALENA CAMERA % MAISON INTERNATIONAL INC
324025 FRAMON CREATIVE DESIGN CONSTRUCTION, INC.
324150 400 W 148 ST, H.D.F.C. C/O FAITH WILLIAMS
324152 486 AMSTERDAM AVE HDPC OMAR VARGAS
324185 505 PRESIDENT STREET H D F C % IVAN RODRIGUEZ
324186 511 PARK PL HDPC EDWARD CORDOVA
324194 585 NOSTRAND AVE HDPC WILFRED HEYLIGER
324205 FRAMON CREATIVE DESIGN CONSTRUCTION, INC.
324206 THE CONTECH GROUP C/O TRITON GROUP, INC.
324410 505 W 143 ST H D F C OZENITH TATE
324418 509 W 140TH STREET, H.D.F.C. C/O IMANI MANAGEMENT INC.
324420 517 W 184 ST HDPC ANA GUILLEN
324425 566-568 HOUSING DEVELOP
324440 551 E 12 ST HDPC JOYCE CHAPMAN
324470 DR. CONSTANTINE CHRISTOLIAS & GEORGE LOLIS
324505 LOUISE S FINCHER
324540 4-6 WEST 105TH STREET, H.D.F.C MS AL PAGE TERRELL
324546 557-563 W 150 ST HDPC SHEILA HANLEY
324556 464 WEST 152ND STREET HDPC C/O EUNICE PARSONS
324563 CTX-LAMBIE, INC., CTX-TL CORP. CTX LOGISTICS, INC.
324584 F.T.C.REALTY CO., INC. C/O MACAU PROPERTY MANAGEMENT
324587 JESUS FUENTES
325525 THE FULTON GROUP INC J2 BROKERAGE ASSOCS INC
325545 ARTCASTER INC.
325562 GARSCH GARAGE CORP
325563 DANIEL VASQUEZ
325623 STEPHANIE A GERARDI
325632 ESTATE OF STEPHANIE A GERARDI
325650 HUCKLEBERRY INDIANS, INC. C/O DUERR & DUERR LLP
326360 318 WEST 106TH STREET LLC C/O MACAU MANAGEMENT

326559 JOHN GLOISTEIN
326662 GARSCH GARAGE CORP
326740 CAROL GOODKIND
326744 PATRICK & IOANN GOODWIN
326883 MARIA GONZALEZ
328100 WILLIAM & HARRY GREENBAUM
328201 GREENFIELD-SEWICKI TARELLA PROFIT SHARING PLAN
328650 HOWARD D GREDITOR
328878 DEVCON INTERNATIONAL CORP
329380 GRANDVIEW CONDO ASSOC
329493 JOSEPH P GUTTILLA CHOPPER EXPRESS INC
330403 HABITATIONAL EXCESS & SURPLUS LINES INC
330410 UNICORN-CTX LLC
330600 OSCAR FAMBRO
331155 JAMES HARRELL
331225 HARRINGTON PARK SWIM CLB
331398 STANLEY HAWKINS
331450 HAY & STRAW, INC. C/O GAETANO MASCI
332765 HERON CONSTRUCTION CO EUGENE P MURPHY
334433 MENA AMERICA BRENT SAMUELS
334580 LRF MANAGEMENT CORPORATION C/O ACCORDIA NORTHEAST
335043 IGC MANAGEMENT INC. STATE ST BRKGE INC
335054 INDUSTRIAL METAL PRODS
335175 HIRCKOS KITCHEN, LLC
335200 INTL LONGSHOREMANS ASSOCIATION
336041 BERTINA INCE
336310 CARLISE HOLDINGS LTD C/O ONE SOURCE HOLDINGS, INC.
337301 JGB CONSULT, LLC
337380 JWB LOGISTICS CORP.
337466 ALBIN V. JAVARONE C/O JOAN NATALE REAL ESTATE
337623 INK SURE TECHNOLOGIES
337625 JMW CONSULTANTS INC
337687 JOJO INC JOSEPH GUTTILLA
337830 JWB LOGISTICS, INC.
338630 HAMILTON & SAINTE GEORGE CONDO ASSOCIATION
338680 JOSEPH A ADDABBO FAMILY HEALTH CENTER INC
338681 J & L PROPERTIES C/O KENDY
338752 JUST ONE BREAK INC
339752 THE HERITAGE CONDOMINIUM ASSOCIATION
341830 JOSEPH D KAPLAN-SON PROFIT SHARING PLAB
342152 434 W 49 ST HDFC MARY ALONZO
343000 KVC LOGISTICS, INC.
344580 L R F MANAGEMENT CORP C/O ACCORDIA NORTHEAST
344905 RAFAEL LARA C/O CITY VIEW DEVELOPMENT
344906 STANLEY SHOPKORN
345265 INVENTA GROUP INC.
345360 LEMMA REALTY NYDEC BROKERAGE

345380 204 LIVINGSTON DEVELOPMENT C/O SECOND DEVELOPMENT GROUP
346300 TSCHONG S. KIM
346825 VISH CORP
346865 MICHAEL & KERI JUST
347195 FRANK LIENECK
347770 LIFE TRUCKING INC
347875 JOSE LOPEZ
348425 LOWER E SIDE COALITION,COMPANY DEVELOPMENT INC,DKG INSURANCE
348452 L R M LP
349361 M A R TRNSPORT
350500 M&G PROPERTIES OF CNY, LTD C/O EAST COAST CAPITAL CO. LLC
350845 MS JANICE MCKINNEY
350990 JOEL & MICHELLE KIRSCHBAUM
351159 GEM STATE ADVISORS LLC % ADAM LERNER
351160 JEROME DANIEL
351161 BURCU OZDEMIR & NAZIL OZDEMIR
351162 SAIT OZDEMIR
352110 STEPHANIE HILL & BENJAMIN WICHFORT
352250 MADISON INVESTMENT PARTNERS, INC.
352970 MAISON INTERNATIONAL LTD
353190 MARINE RISK CONSULTANTS, USA, CO., INC
353376 MANDELLA HOUSING CO LP DGK INSUARANCE SERVICE
353526 MARY LEAL
353550 MILTON MANNING
354354 MATHIS INC,MATHIS PAINTING CO GARDEN STATES BROKERS
354469 HARVEY L MCCLELLAND
354471 KENNETH MCGLOCKTON
354500 MFC LOGISTICS CORP.
355000 MFC LOGISTICS CORP.
355100 MEDICAL INFORMATION SVCS
355125 NOUR FOUNDATION
355157 PAUL F. MILLER C/O EAST COAST CAPITAL CO. LLC
355171 KAREN MERKLE SH
355173 GARY-TRACY MESELSON
355175 LUCILLE MCEWEN
356952 MANUFACTURERS SURPLUS OUTLET INC
356962 MANUFACTURERS SURPLUS OUTLET INC
357125 VINCENT STRAMANDINOLIL& ASSOC.
357660 LIBERTY PLACE LLC C/O JAMES MURRAY
357700 EDWARD L. MONACO, CPA
358961 ANTHONY J MORALI,MICHAEL J GADALETA, & JOHN JOHNSON
359500 BROWNSTONE AGENCY, INC./ MURPHY & JORDAN, LLC
359850 EUGENE P MURPHY
359900 BROWNSTONE AGENCY, INC. & MURPHY & JORDAN, LLC, ET AL
360030 COVE ASSOCIATES LLC.
362960 97 EAGLE ST HDFC
363200 UNITED NEGRO COLLEGE FUND INC

363201	NATIONAL URBAN LEAGUE
363202	NEW ORK COUNCIL NAVY LEAGUE OF THE US ETAL
363287	NEWPORT BAY CLUB HOMEOWNERS ASSOCIATION
363350	NEIGHBORHOOD PLAYHOUSE INC
363525	NETWORK TECHNICAL SERVICES GROUP INC
364250	NEWBRIDGE SERVICES INC
364430	NEW WAVE TRUCKING LTD INC
364450	NY ATHLETIC CLUB OF THE CITY OF NEW YORK
364460	NEW JERSEY FLOWER GARDEN SHOW INC, TODD JAMESON
364560	NEW FAITH BAPTIST CHURCH REV EUGENE DUNHAM
364700	NINTH AVE PROPERTIES LLC
364710	NIVIE ELECTRONICS, BUCKINGHAM BADLER ETAL, JANE DALLI
364954	980 SIMPSON ST HDFC COROOS SOSA
365255	NORTHSIDE CENTER FOR CHILD DEVELOPMENT
365350	NORTH RIVER TRUCKING CO., INC.
366061	OAKRIDGE COLLISION CNT
366082	ONE SOURCE HOLDINGS INC
366220	ONESOURCE HOLDINGS, INC.
366268	102-104 FRONT STREET, TENANTS ASSOC, % MARY MUNOZ
366285	119 COOPER ST CORP
366340	145-157 MORINGSIDE AVE HDFC MS JACKIE WILLIAMS
366679	1084 GREENPOND REALTY, LLC MICHAEL PINTER & ELIZABETH PIN
367372	NEW CITY VIEW DEVELOPMENT CORP
367391	LAWRENCE J PAGGI P.E PC
367394	SERGIC PALAZETTI
368100	PALMERI & GAVEN
368940	PARK COMPLEX AN LTD
368959	VICTOR J PAPA
368988	MARIE PEPE
369535	NEW DIRECTIONS DEVELOPMENT AND CONSTRUCTION CORP.
369833	NORTH CAROLINA DIRECT, INC.
369843	322 HICKS LLC C/O SECOND DEVELOPMENT SVCS
369852	MARTHA PEPIN
369860	PARMEASHAR DATT & SURSATIE DATT
370351	PLANNED PROGRAMS INC, TRANSPORT FLEET UNERWRITERS
370361	144 DUANE STREET CORP. C/O BERMACK, CHAMPION & LEVINE
370366	PICCININI BROTHERS INC
370620	PRINCETON RISK MANAGERS INC RESERCH PARK
371177	PILGRIM MANAGEMENT DEVELOPMENT CORP.
372165	HUDSON HOLDINGS, CORP.
373265	RATE TRANSPORT CO., INC.
373266	REENEY LOGISTICS CORP.
374062	REGIONAL REPORTING, INC. ATTN: JOAN MYERS
374063	GLOBAL ADVISORS CORPORATION
374068	ST NICHOLAS NPC EDIT REES
374069	RENEE WALTZMAN ETAL IRVING WOLINETZ
374120	REENEY LOGISTICS CORP.

374320 ROBERT SCOTT STEDMAN
374488 DREAM TRUST C/O SECOND DEVELOPMENT SERV.
374666 SIGNATURE CAPITAL PARTNERS INC % ROSAN & ROSAN
374675 RPCP INVESTMENTS INC.
374695 MICHAEL ROCHFORD, ST NICHOLAS NEIGHBORHOOD PRES
374875 JILL ROTHMAN & THOMAS JUARONE
374885 VICTOR MORISETTE-ROMERO
375626 SMART MANAGEMENT GROUP, INC.
375651 R P M LLC SPESSOS
376265 SARAH LUNA INC.
376400 RUTHERFORD LYNDON
376651 SPJ DUE LLC LITTLE FOLK ART
376679 689 BRISTOL STREET, H.D.F.C. C/O LINNA LEWIS
376780 FRANK SACCENTE INC
376863 SAS LOGISTICS CORP.
376864 SUNAIR SERVICES CORP.NC
380101 SCHC TOTAL CARE INC TRINTON GROUP INC
380700 SCI ENGINEERING & SURVEYING PC JS BKGE ASSOCIATES INC
380955 SWISS WATCH REPAIR CENTER, INC C/O MARTIN GREENBLUM
381250 SUSAN & JOSEPH D'ONOFRIO
381253 ATA FRIGHTLINE LTD. ROOM 216, BUILDING 75
381257 ALBERT SEGGER
381518 72 READE STREET CONDOMINIUM C/O ANDREWS BUILDING CORP.
381520 73 W 130 ST HDFC MARY CAPERS
381610 W E B DUBOIS HDFC JOHN BACOT
381626 DANIEL RIVERA 7A ADMINSTRATOR
381683 ABBEY COURT CONDOMINIUMS C/O ADVANCED MANAGEMENT SERVIC
382100 SHORE PRACTICE MANAGEMENT, LLC
382420 KAJO REALTY, LLC. T/A ADJO REALTY
382482 ANN B SHUMWAY
382500 SITE FIVE HDFC ELDON BULLOCK
382692 SDS LINCOLN, LLC
382693 SDS BUILDERS, LLC
382930 SIVER BARON LTD
382960 SMART COMMERCAL DRIVING SCHOOL
383010 SIMON BOLIVAR HOUSING CO DKG INSURANCE SERICE
383645 TIM SMITH
383665 ROBERT IRIZARRY 7A BOND
383675 SOUTH BRONX COMMUNITY CORP HDFC INC, LRF MANAGEMENT CORP
384171 SPINOZA INC
384301 KNIGHTS OF COLUMBUS, S I COLUMBIA CLUB, T ROMER
385275 CLARA STEPER
385658 GAIL MAIDMAN LLC % RICHARD MAIDMAN
385966 SUFFOLK HOMES, LLC C/O MIDBORO ASSOCIATES
385974 SUGAR HILL SERVICE CORP
386130 T V T TANSPOET INC
386190 TB CHOYA OF NJ

386200 TARTARE INC,PICCINNI BROS INC PAUL VACCARI
386210 TRI NET ENT LLC,AGENT FOR TELIA INTL CORP,NEWTWORK TECHN
386256 MR-MRS JACK SUBEN
386266 THE DENISE MIMOUN TRUST C/O EAST COAST CAPITAL CO. LLC
386268 BRUCE TELEKY
386270 HENRY & ANN THOMAS
386274 HDFC OF 278 43 ST CARMEN CRUZ
386277 THE METROPOLITAN CLUB,INC
386278 LYDIA THOMAS
386279 THE INN AT IRVING PL
386682 TWENTY TENANTS ASSOC RAINARD RACHELE
386683 SECOND DEVELOPMENT SVCS, LLC
387010 319 BERRIMAN STREET,TENANTS ASSOC % IRENE DAVID
387020 VINCENT SPRUILL C/O EAST COAST CAPITAL CO. LLC
387032 226 W 113TH ST HDFC C/O FLORENA ALBANY
387045 348 E 10 ST HDFC ROSEMARY STEWART
388096 MARK SPILLANE
388257 TELECAR GROUP LTD J2 BROKERAGE ASSOC INC
388280 373 GRAND AVENUE, H.D.F.C C/O EUDORA HOLLINGSWORTH
388290 379 HANCOCK ST HDFC SHIRLEY KENT
388367 YISROEL A. THALER
389410 200 PARKING CORP
389421 TOWNSHIP OF EAST HANOVER
389471 TRANSPORTATION COVERAGE SPECIALISTS, INC.
389485 TRITON GROUP INC
389487 CARMINE FIORE C/O STATE STREET BROKERAGE, IN
389497 TRUCKS ON THE RUN, INC.
389545 MR TS INC-GARRY TOKLACZ
389553 TRUCKS ON THE RUN INC
389565 ALLEN & THERESA TYSON
389618 371 EDGECOME AVE HDFC JUNE SARTOR
390070 1299-1303 DEAN ST HDFC MILDRED MCCLENDON
391090 ALEXANDER WEISZ & YISROEL A. THALER
391200 DORIS RUBENSTEIN
391230 211 ST JAMES PLACE, H.D.F.C. C/O CLARENCE BURTON
391239 246 CORNELIA ST DEVELOPMENT CORP
391240 2676 DECATUR AVE HDFC ANA CORREA GONZALES
391251 237 E 121 ST HDFC C-O BRIGITTE ONEILL
391253 270 DYCKMAN STREET PARKING CORP
391330 1052 PROSPECT AVE HDFC C/O 14K MANAGEMENT
391360 KRISTINA HOSCH
391379 SHA SHA WHEAT C/O EAST COAST CAPITAL CO. LLC
391396 318 WEST 108TH STREET LLC % KEN GORFINKLE
391400 2146 CORTELYOU RD HDFC GLENDA EDWARDS
391466 3175-77 VILLA AVE HDFC GERRI GODDARD
391780 U-RVS ASSOCIATES INC
393000 UNITED NEGRO COLLEGE FUND INC

393160	UNIVERAL BAPTIST CHURCH
393165	URI ROME & JAMES ADRIAN KRAUSE
393170	V&J, INC.
393175	PAUL VACCARI
393178	VALERIE LOGISTICS, INC.
393290	RICHARD VELASQUEZ
394101	VOLKSWAGEN OF AMERICA
394104	WAGNER COLLEGE
396019	SYLVIA WEITZ
396044	WESTBURY TRANSPORT INC
396046	WEST 52ND STREET APT. CORP. C/O MICHAEL SEKUS
396460	MICHAEL ZACHARIAS
396688	JOHN P WESLEY
397500	SAGA USA INC
397545	WORTH ASSOCIATES
397625	SWISS WATCH REPAIR SERVICES C/O MARTIN GREENBAUM
398263	YOT TOY PROD INC J2 BRKRGE ASSOCS INC
398485	JAMES ZAPPI PE
399101	ZEYASKARA

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Client No.	Client Name
300102	HOLY APOSTLES COMMUNITY CHORUS
300103	KENNETH B. & SUSANNE DEAN
300104	CHRISTINE OMS
300105	33072 OWNERS CORP. C/O GERARD J. PICASO INC.
300106	DEVCON (TCI) LTD
300107	EQUITY MEDIA HOLDINGS
300108	VITTORIA DAL VERA C/O MAISON INTERNATIONAL, LLC
300109	HAO T HOANG
300111	DEPARTMENT STORE LIQUIDATORS
300112	LUIS LIMA
300115	ELISE PETTUS & DAN ALGRANT
300116	FIRUZ KITCHEN INC.
300117	5621 5TH AVENUE, LLC C/O LISA MOCK
300118	MITCHEL MARKS, MANAGING MEMBER THE BROOKLYN WATERFRONT GROUP
300119	SDS GREAT JONES, LLC C/O SECOND DEVELOPMENT SERVICE
300120	STEVEN LOCKE & LAURA EDIDIN
300121	QUINCY SENIOR RESIDENCES LP C/O LOIS MANNING
300122	RACHAEL FOSTER C/O SECOND DEVELOPMENT SERVICE
300123	BARRY ORECK AND JESSICA NICOLI
300124	STANLEY CHINITZ 446 EAST 86TH STREET
300125	GHENT, LLC
300126	WILLIAM J. & KATHI HEATER
300127	JULYET ALTAN & RUPEN ALTAN
300128	KRAFTSOW FAMILY PARTNERSHIP C/O CRAFTMATIC
300129	SELIG & ANGELA SACKS
300130	LEADERSHIP ACADEMY OF EDUCATIO
300131	UTA-USA LLC
300132	CARL & LORRAINE MANCO
300133	EVERTECH USA CORP.
300134	RICHARD & SUSAN ROBBINS
300135	CARMINE CINCOTTA
300136	MOHAMMED MIZANI
300201	SARAH S BURNES SEBASTIAN F.S. HEATH
300240	ANGELO ABBATE
300380	FRANK J ANELANTE JR LEMLE-WOLF INC
300382	J P ADDABBO HEALTH CTR
300455	BROWNSTONE INS AGCY INC
300558	ALICE ROI INC
300565	AMERICAN GUILD OF VARIETY ARTIST ATTN:FELIX (CONTROLLER)
300566	HARRY BALKISHUN C/O EAST COAST CAPITAL CO. LLC
300640	ALLIANCE MEETING PLANNERS PAUL MARINELLI
300687	ALPINE DELI-PORK STORE INC
300780	AMERICAN ACQUISITIONS LLC
300827	C.C. CONTROLLED INSTALLATION CO. INC
300844	ANDREW DUELL ETAL,INDUSTRIAL RISK,SPECIALISTS INC
300860	CONTINENTAL COURIER CORP